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July 13, 2012

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BY ELECTRONIC COMMENT FILING SYSTEM

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Ex Parte Notice – WT Docket No. 12-4 (Verizon-SpectrumCo/Cox); WT Docket No. 12-70 (AWS-4)

Dear Ms. Dortch:

On July 11, 2012, Mark A. Stachiw, Vice Chairman, Secretary & General Counsel of MetroPCS Communications, Inc. ("MetroPCS"), along with Carl W. Northrop, Andrew Morentz and Vance Schuemann¹ of Telecommunications Law Professionals PLLC ("TLP"), met separately with the following groups of Federal Communications Commission ("FCC" or "Commission") Commissioners and staff:

- Commissioner Mignon Clyburn and Louis Peraertz, David Grimaldi and Kia Johnson of Commissioner Clyburn's office;
- Commissioner Ajit Pai and Courtney Reinhard of Commissioner Pai's office;
- Commissioner Jessica Rosenworcel and Paul Murray of Commissioner Rosenworcel's office;
- Zac Katz and Charles Mathias of Chairman Genachowski's office; and
- Jim Schlichting and Susan Singer of the Wireless Telecommunications Bureau.

After briefly discussing MetroPCS and its unique business model and service offerings, the parties discussed MetroPCS' substantial remaining concerns with the pending Verizon-SpectrumCo/Cox transactions (the "Cable Company Transactions") and issues related to the pending AWS-4 proceeding. The presentations were consistent with the filings MetroPCS previously has made in the above-referenced proceedings, as supplemented below.

¹ Mr. Schuemann attended only the meeting with Commissioner Pai and Courtney Reinhard.

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At the outset, MetroPCS made clear that it had no objection to, and supported, the sale of spectrum by Verizon to T-Mobile. MetroPCS reiterated its concern that, even after the Verizon/T-Mobile transaction, 20 MHz of prime, 4G-ready spectrum was being transferred from a speculator (SpectrumCo) to a warehouse (Verizon) in the midst of the unprecedented spectrum crunch that hangs over the wireless industry. SpectrumCo's many public statements² indicate that it had no true intent to put its AWS spectrum holdings to beneficial public use, but rather viewed this valuable resource as a strategic investment. Now, SpectrumCo proposes to assign this spectrum – at a massive profit – to Verizon, which has not put to beneficial use substantial portions of the spectrum resources that it already has. Indeed, with an unconditioned grant of the Cable Company Transactions, in many major markets in east of Mississippi River Verizon would have more than 50 MHz, or in some cases more than 60 MHz, of undeployed spectrum in its warehouse, including the 20 MHz of entirely unused AWS spectrum that it already holds. MetroPCS also pointed out that SpectrumCo's involvement in Auction 66 had significant adverse effects on the auction process and on the licenses participants were able to secure. MetroPCS reiterated that the public interest simply does not support permitting Verizon to acquire more spectrum while the rest of the industry is starved for spectrum.³

While MetroPCS applauds T-Mobile's proposed acquisition of AWS spectrum from Verizon, it argued that while this divestiture transaction is a good first step in resolving MetroPCS' concerns, it does not solve the myriad competitive concerns raised by the Cable Company Transactions. If anything, the T-Mobile transaction simply proves that Verizon already has more spectrum than it needs. MetroPCS reiterated that the Commission must rigorously analyze Verizon's spectrum holdings on a market-by-market basis and force it to divest to operating entities additional AWS spectrum in major metropolitan areas – such as New York, Boston, Atlanta and Miami, among others – that were not addressed in the T-Mobile transaction.

MetroPCS also expressed its concern regarding the recent announcement by Bright House Networks, Cablevision, Comcast, Cox Communications and Time Warner Cable (the "Cable Companies") that they have created a joint network of WiFi hotspots covering more than 50,000 access points called CableWiFi.⁴ MetroPCS is troubled by indications that the Cable Companies may not plan to provide wireless companies with access to the CableWiFi network on commercially reasonable terms. MetroPCS submits that providing access to the CableWiFi network on commercially reasonable terms and conditions already

² See, e.g., RCA Petition to Condition or Otherwise Deny Transactions, WT Docket No. 12-4, at 16-18 (filed Feb. 21, 2012); RCA Reply to Joint Opposition to Petition to Condition or Otherwise Deny Transactions, WT Docket No. 12-4, at 30-33 (filed Mar. 26, 2012).

³ Although the Cable Company Transactions only implicate the Commission's spectrum screen in certain markets, the screen is not a safe harbor, but rather a method for identifying potential problem markets. Further, when the spectrum screen was adopted, there was substantial spectrum coming into the market by spectrum auctions, which is not true today. The Commission finds itself at a unique point in time, with nearly the entire wireless industry facing a severe spectrum shortage. In such an environment, the Commission should not rely on an outdated analytical tool as a proxy for its public interest obligations.

⁴ CableWifi is a sizeable and serious wireless data network, with approximately four times the number of access nodes that MetroPCS has in cell sites across its entire network.

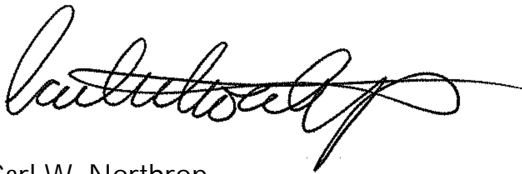
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is required under the Data Roaming Order,⁵ and urges the Commission to issue a clarification in this regard or to require commercially reasonable access to the CableWiFi network as a condition to any grant of the Cable Company Transactions.

In addition, MetroPCS discussed the pending AWS-4 proceeding, wherein the Commission has proposed to strip the ancillary terrestrial component from the existing 2 GHz MSS licenses held by DISH, and separately license them for terrestrial use. MetroPCS provided two recommendations that would allow DISH to obtain greater flexibility with regards to using its 2 GHz MSS spectrum holdings, while affording the Commission an opportunity to release additional spectrum to other commercial operators that desperately need it, and for the Commission to recoup a portion of the windfall that otherwise would result. One option is that, in exchange for the increased flexibility, DISH would return 20 MHz of nationwide AWS-4 spectrum to the Commission for commercial auction. A second option would be for DISH to return to the Commission for auction 30 MHz of AWS-4 spectrum in the top 100 metropolitan statistical areas ("MSAs"), while retaining 10 MHz in the top 100 MSAs and 40 MHz in all other markets.

Please direct any questions in connection with this notification to the undersigned.

Sincerely,



Carl W. Northrop
of TELECOMMUNICATIONS LAW PROFESSIONALS PLLC

cc (via email): Commissioner Mignon Clyburn
Commissioner Ajit Pai
Commissioner Jessica Rosenworcel
David Grimaldi
Kia Johnson
Zac Katz
Charles Mathias
Louis Peraertz
Courtney Reinhard
Jim Schlichting
Susan Singer

⁵ The Data Roaming Order applies to all providers of "Commercial Mobile Data Service," which is defined as "[a]ny mobile data service that is not interconnected with the public switched network and is: (i) provided for profit; and (ii) available to the public or to such classes of eligible users as to be effectively available to the public." 47 C.F.R. § 20.3. CableWiFi certainly meets this definition.